

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
)	Objection Date: August 9, 2004, at 4:00 p.m.
		Hearing Date: Scheduled if Necessary (Negative Notice)

**THIRTY-EIGHTH MONTHLY APPLICATION OF PACHULSKI, STANG, ZIEHL,
YOUNG, JONES & WEINTRAUB P.C. FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
DEBTORS FOR THE PERIOD FROM MAY 1, 2004 THROUGH MAY 31, 2004**

Name of Applicant:	Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 3, 2001
Period for which Compensation and Reimbursement is Sought:	May 1, 2004 through May 31, 2004
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$17,512.80 (80% of \$21,891.00).
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$20,728.27

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² This Application may include time expended before the time period indicated above that has not been included in any prior application. The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

This is a: xx monthly interim final application.

The total time expended for preparation of this fee application is approximately 2 hours and the corresponding compensation requested is approximately \$800.00.²

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
07/10/01	4/2/01-4/30/01	\$62,472.75	\$23,277.13	\$62,472.75	\$23,277.13
08/09/01	5/1/01-5/31/01	\$29,929.00	\$15,670.64	\$29,929.00	\$15,670.64
09/07/01	6/1/01-6/30/01	\$30,195.50	\$37,763.45	\$30,195.50	\$37,763.45
09/11/01	7/1/01-7/31/01	\$17,040.50	\$20,323.76	\$17,040.50	\$20,323.76
10/31/01	8/1/01-8/31/01	\$ 9,407.50	\$20,486.61	\$ 9,407.50	\$20,486.61
11/13/01	9/1/01-9/30/01	\$13,158.00	\$10,035.46	\$13,158.00	\$10,035.46
11/27/01	10/1/01-10/31/01	\$13,420.75	\$ 8,922.92	\$13,420.75	\$ 8,922.92
1/22/02	11/1/01-11/30/01	\$39,991.50	\$22,398.11	\$39,991.50	\$22,398.11
01/30/02	12/01/01 – 12/31/01	\$35,017.00	\$13,575.07	\$35,017.00	\$13,575.07
04/02/02	01/01/02 – 01/31/02	\$48,356.50	\$38,671.08	\$48,356.50	\$38,671.08
05/31/02	02/01/02 – 02/28/02	\$46,611.50	\$25,627.01	\$46,611.50	\$25,627.01
06/06/02	03/01/02 – 03/31/02	\$45,055.00	\$29,280.21	\$45,055.00	\$29,280.21
06/28/02	04/01/02 – 04/30/02	\$49,562.00	\$25,475.46	\$49,562.00	\$25,475.46
07/12/02	05/01/02 – 05/31/02	\$42,495.50	\$21,543.54	\$42,495.50	\$21,543.54
08/13/02	06/01/02 – 06/30/02	\$32,819.00	\$29,869.61	\$32,819.00	\$29,869.61
10/01/02	07/01/02 – 07/31/02	\$22,630.00	\$17,187.01	\$22,630.00	\$17,187.01

² The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZYJ&W's subsequent fee applications.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
10/24/03	08/01/03 – 08/31/03	\$20,376.00	\$43,075.91	\$20,376.00	\$43,075.91
10/30/03	09/01/03 – 09/30/03	\$24,433.50	\$19,744.93	\$24,433.50	\$19,744.93
12/03/03	10/01/03 – 10/31/03	\$22,988.00	\$30,531.15	\$22,988.00	\$30,531.15
12/29/03	11/01/03 – 11/30/03	\$20,729.50	\$33,211.18	\$20,729.50	\$33,211.18
01/26/04	12/01/03 – 12/31/03	\$22,073.00	\$19,772.62	\$22,073.00	\$19,772.62
03/24/04	01/01/04 – 01/31/04	\$22,238.50	\$13,200.84	\$17,790.80	\$13,200.84
04/05/04	02/01/04 – 02/29/04	\$20,551.50	\$13,096.88	\$16,441.20	\$13,096.88
05/11/04	03/01/04 – 03/31/04	\$25,911.00	\$19,056.44	\$20,728.80	\$19,056.44
6/18/04	04/01/04 – 04/30/04	\$21,730.50	\$15,444.69	\$17,512.80	\$15,444.69

PSZYJ&W PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed³	Total Compensation
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$595.00	2.40	\$1,368.50
Scotta E. McFarland	Of Counsel 2000; Member of DE Bar since 2001; CA Bar since 1993	\$425.00	.10	\$ 42.50
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$375.00	3.10	\$1,162.50
David W. Carickhoff	Associate 2000; Member of DE Bar since 1998	\$320.00	23.50	\$7,520.00
Sandra G. McLamb	Associate 2003; Member of DE Bar since 2002	\$255.00	2.80	\$ 714.00
Laurie A. Gilbert	Paralegal 2001	\$145.00	1.00	\$ 145.00
Bruce Dean Campbell	Paralegal 2000	\$140.00	1.50	\$ 210.00
Patricia E. Cuniff	Paralegal 2000	\$140.00	53.00	\$7,420.00
Rita M. Olivere	Case Management Assistant 2000	\$ 75.00	.60	\$ 45.00
Sheryle L. Pitman	Case Management Assistant 2001	\$ 70.00	29.65	\$2,075.50
Christina M. Shaeffer	Case Management Assistant 2001	\$ 60.00	19.80	\$1,188.00

Total Fees: \$21,891.00**Total Hours: 137.35****Blended Rate: \$ 159.38**

³ Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

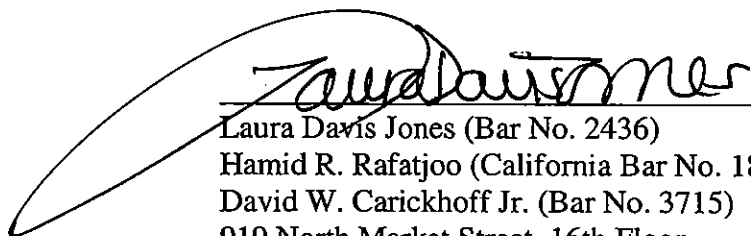
TASK CODE SUMMARY

Task Code	Total Hours	Total Fee Estimate
Case Administration	73.85	\$6,712.50
Claims Analysis Non-asbestos	14.10	\$3,378.00
Employment Applications, Others	7.60	\$2,036.00
Fee Applications, Applicant	6.20	\$1,883.00
Fee Applications, Others	15.50	\$2,620.00
Litigation (Non-Bankruptcy)	18.40	\$4,825.50
Stay Litigation	1.40	\$ 340.00
ZAI Science Trial	.30	\$ 96.00

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EXPENSE SUMMARY

Expense Category	Service Provider	Total Expenses
Conference Call		\$ 120.66
Delivery/Courier Service	Tri-State	\$ 2,763.30
Express Mail	DHL	\$ 480.63
Fax Transmittal		\$ 425.00
Outside Reproduction	Digital Legal Services	\$ 143.22
Postage	U.S. Mail	\$ 2,632.46
Reproduction		\$14,163.00

Dated: 7/19, 2004PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.


Laura Davis Jones (Bar No. 2436)
 Hamid R. Rafatjoo (California Bar No. 181564)
 David W. Carickhoff Jr. (Bar No. 3715)
 919 North Market Street, 16th Floor
 P.O. Box 8705
 Wilmington, DE 19899-8705 (Courier 19801)
 Telephone: (302) 652-4100
 Facsimile: (302) 652-4400

Co-counsel for Debtors and Debtors in Possession

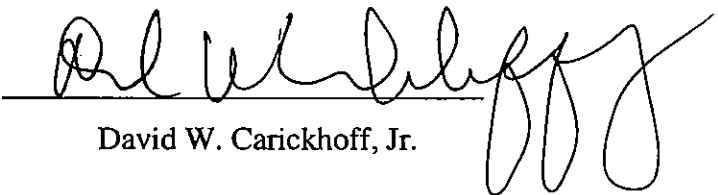
⁴ PSZYJ&W may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

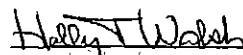
STATE OF DELAWARE :
:
COUNTY OF NEW CASTLE :

David W. Carickhoff, Jr., after being duly sworn according to law, deposes and says:

- a) I am an associate with the applicant law firm Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of PSZYJ&W.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del.Bankr.LR 2016-2 and the 'Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members', signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.


David W. Carickhoff, Jr.

SWORN AND SUBSCRIBED
before me this 20th day of July, 2004.


Notary Public
My Commission Expires: 08/11/06